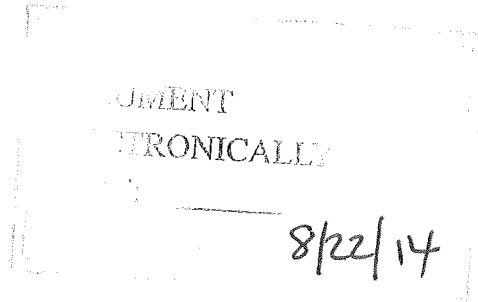


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August 20, 2014

VIA ECF AND EMAIL

Hon. Denise L. Cote
United States District Judge
Daniel Patrick Moynihan United States Courthouse
500 Pearl Street, Room 1610
New York, New York 10007-1312

MEMO ENDORSED

Re: *FHFA v. HSBC N. Am. Holdings, Inc. et al.*, No. 11-cv-6189 (S.D.N.Y.) (DLC);
FHFA v. Goldman Sachs & Co., et al., No. 11-cv-6198 (S.D.N.Y.) (DLC);
FHFA v. Ally Financial Inc., et al., No. 11-cv-7010 (S.D.N.Y.) (DLC)

Dear Judge Cote:

I write on behalf of defendants in the above-referenced actions ("Defendants") pursuant to the Court's August 11, 2014 Order (Dkt. Nos. 882 (*HSBC*), 844 (*Goldman Sachs*), 986 (*Ally*)) and August 14, 2014 Order (Dkt. Nos. 893 (*HSBC*), 855 (*Goldman Sachs*), 995 (*Ally*)) directing the parties to advise the Court regarding whether the materials submitted in support of the August 5, 2014 Consolidated Motions to Exclude the Expert Testimony of John A. Kilpatrick, Ph.D. Concerning (1) the Greenfield AVM, (2) the "Credibility Assessment Model," and (3) the Recovco Findings (the "Motions") should be filed under seal or in redacted form.

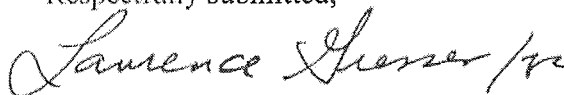
The parties have met and conferred, and agree that Exhibits 24, 38, and 51-60 to the Declaration of Bradley A. Harsch, dated August 5, 2014 (the "Harsch Declaration") contain non-party borrower information that cannot easily be redacted, and these exhibits should therefore be filed under seal. The parties also agree that Exhibits 6, 7, 8, 9, 12, 13, 14, 15, 19, 21, 26, 27, 28, 29, 31, 32, 37, 61, and 64 to the Harsch Declaration, contain limited non-party borrower information that can be redacted, and that these exhibits should be filed in redacted form. The parties further agree that the declaration of Ketan R. Patel, dated August 5, 2014, and Exhibits 1, 3, and 6 to the Harsch Declaration contain specific details of the confidential computer code for the Greenfield AVM or the "Credibility Assessment Model" and that these exhibits should also be filed in redacted form. Finally, the parties agree that Exhibit 25 to the Harsch Declaration contains specific information regarding the proprietary AVM of non-party CoreLogic that cannot easily be redacted, and that this exhibit should therefore be filed under seal. Because the documents with proposed redactions are too voluminous to send via e-mail, we will submit a DVD to the Court by hand tomorrow containing copies of these exhibits with the proposed redactions highlighted.

Hon. Denise L. Cote
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Pursuant to the Court's August 14, 2014 Order (Dkt. Nos. 893 (*HSBC*), 855 (*Goldman Sachs*), 995 (*Ally*)), FHFA and HSBC are submitting separate letters regarding whether information relating to appraisal license applications submitted by Dr. Kilpatrick should be redacted or filed under seal. The material in the Motions relating to this issue appears at pages 5-6 & n.2 and 46-47 & n. 47 of the memorandum of law, paragraph 44 of the Harsch Declaration, and in Exhibits 20, 41-43, and 62 to the Harsch Declaration. The parties agree that the Court's ruling on those letters will also determine whether these documents are filed in redacted form or publicly.

For the foregoing reasons, Defendants respectfully request that the Court permit the filing of the aforementioned exhibits and declaration as set out herein.

Respectfully submitted,



Lawrence T. Gresser

cc: Counsel of Record

Granted.



Aug. 22, 2014